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December 15, 1999

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. **22490-A** FILED

DEC 15 '99 9-18 AM

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Memorandum of Assignment and Interim User Agreement Partial Termination, a secondary document, dated as of December 15, 1999. The primary document to which this is connected is recorded under Recordation No. 22490. We request that one copy of this document be recorded under Recordation No. 22490-A.

The names and addresses of the parties to the Instrument of Memorandum of Assignment and Interim User Agreement Partial Termination are:

Lessor:

General Motors Corporation (Electro-Motive Division)
9301 West 55th Street
La Grange, IL 60525

Lessees:

The Baltimore and Ohio Chicago Terminal Railroad Company
500 Water Street
Jacksonville, FL 32202

CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

PORTLAND, OREGON WASHINGTON, D.C. SALEM, OREGON

BALL JANIK LLP

Honorable Vernon A. Williams

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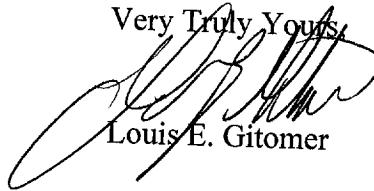
A description of the equipment covered by the Instrument of Memorandum of Assignment and Interim User Agreement Partial Termination consists of 25 SD-70 MAC EMD locomotives numbered CSXT 725-746, inclusive, 748, 751, and 752.

A fee of \$ 26.00 is enclosed. Please return three originals of the document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Instrument of Memorandum of Assignment and Interim User Agreement Partial Termination among General Motors Corporation (Electro-Motive Division), 9301 West 55th Street, La Grange, IL 60525, The Baltimore and Ohio Chicago Terminal Railroad Company, 500 Water Street, Jacksonville, FL 32202, and CSX Transportation, Inc., 500 Water Street, Jacksonville, FL 32202 covering 25 SD-70 MAC EMD locomotives numbered CSXT 725-746, inclusive, 748, 751, and 752..

Very Truly Yours,



Louis E. Gitomer

Enclosures

DEC 15 '99

9-18 AM

MEMORANDUM OF ASSIGNMENT AND INTERIM USER AGREEMENT
PARTIAL TERMINATION (the "Partial Termination"), dated as of December 15, 1999, among
General Motors Corporation (Electro-Motive Division) ("GM"), The Baltimore and Ohio
Chicago Terminal Railroad Company ("BOCT"), and CSX Transportation, Inc. ("CSXT").

WINESSETH

WHEREAS, GM, BOCT, and CSXT have entered into a Memorandum of Assignment
and Interim User Agreement (the "Memorandum"), dated as of September 15, 1999, covering 50
SD70MAC locomotives numbered CSXT 725-774, inclusive;

WHEREAS, the Memorandum was duly filed for recordation with the Surface
Transportation Board (the "Board") pursuant to 49 U.S.C. § 11301 on October 22, 1999, and was
filed under Recordation No. 22490; and


WHEREAS, GM, BOCT, and CSXT desire to terminate the Memorandum with respect
to certain of the locomotives for which payment shall have been made to GM on the date hereof
and to record such termination with the Board;

NOW, THEREFORE, in consideration of the premises and other good and valuable
consideration, GM, BOCT, and CSXT hereby agree as follows:

1. GM, BOCT, and CSXT hereby terminate the Memorandum as to the locomotives
identified by road numbers 725-746, inclusive, and road numbers 748, 751 and 752.
2. GM, BOCT, and CSXT agree to the recordation of this Partial Termination with the
Board on the date hereof or as promptly as practical thereafter.
3. This Partial Termination may be executed by the parties in any number of
counterparts, each executed counterpart constituting an original but altogether one and the same
instrument.

IN WITNESS WHEREOF, the parties have caused this Partial Termination to be duly executed and delivered by their authorized officers as of the day and year first above written.

GENERAL MOTORS CORPORATION
(ELECTRO-MOTIVE DIVISION)

By: 
Name: _____
Title: _____

Keith A. McCanless Treasurer Electro-Motive Division General Motors Corporation
--

THE BALTIMORE AND OHIO CHICAGO
TERMINAL RAILROAD COMPANY

By: _____
Name: _____
Title: _____

CSX TRANSPORTATION, INC.

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties have caused this Partial Termination to be duly executed and delivered by their authorized officers as of the day and year first above written.

GENERAL MOTORS CORPORATION
(ELECTRO-MOTIVE DIVISION)

By: _____
Name: _____
Title: _____

THE BALTIMORE AND OHIO CHICAGO
TERMINAL RAILROAD COMPANY

By: *Denis J. Voisard*
Name: Denis J. Voisard
Title: Assistant Treasurer

CSX TRANSPORTATION, INC.

By: *Denis J. Voisard*
Name: Denis J. Voisard
Title: Assistant Treasurer

State of Illinois)
) ss.
County of Cook)

On this 10th day of December, 1999, before me personally appeared Keith A. McCaless, to me personally known, who, being by me duly sworn, says that (s)he is Treasurer of General Motors Corporation (Electro-Motive Division), and that (s)he is duly authorized to sign the foregoing instrument on behalf of General Motors Corporation (Electro-Motive Division) and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of General Motors Corporation (Electro-Motive Division).



Kathryn J. Ziccarelli
Notary Public
My commission expires: 7/30/01

State of _____)
) ss.
County of _____)

On this ___ day of December, 1999, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that (s)he is _____ of The Baltimore and Ohio Chicago Terminal Railroad Company, and that (s)he is duly authorized to sign the foregoing instrument on behalf of The Baltimore and Ohio Chicago Terminal Railroad Company and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of The Baltimore and Ohio Chicago Terminal Railroad Company.

Notary Public
My commission expires: _____

State of _____)
) ss.
County of _____)

On this ___ day of December, 1999, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that (s)he is _____ of CSX Transportation, Inc., and that (s)he is duly authorized to sign the foregoing instrument on behalf of CSX Transportation, Inc. and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of CSX Transportation, Inc..

Notary Public
My commission expires: _____

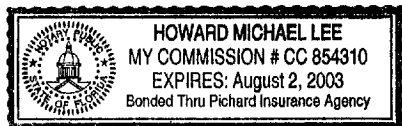
State of _____)
County of _____) ss.
)

On this ___ day of December, 1999, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that (s)he is _____ of General Motors Corporation (Electro-Motive Division), and that (s)he is duly authorized to sign the foregoing instrument on behalf of General Motors Corporation (Electro-Motive Division) and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of General Motors Corporation (Electro-Motive Division).

Notary Public
My commission expires:

State of Florida)
County of Duval) ss.
)

On this 8TH day of December, 1999, before me personally appeared Denis J. Voisard, to me personally known, who, being by me duly sworn, says that (s)he is Assistant Treasurer of The Baltimore and Ohio Chicago Terminal Railroad Company, and that (s)he is duly authorized to sign the foregoing instrument on behalf of The Baltimore and Ohio Chicago Terminal Railroad Company and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of The Baltimore and Ohio Chicago Terminal Railroad Company.



Howard Michael Lee
Notary Public
My commission expires: 8/2/2003

State of Florida)
County of Duval) ss.
)

On this 8TH day of December, 1999, before me personally appeared Denis J. Voisard, to me personally known, who, being by me duly sworn, says that (s)he is Assistant Treasurer of CSX Transportation, Inc., and that (s)he is duly authorized to sign the foregoing instrument on behalf of CSX Transportation, Inc. and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of CSX Transportation, Inc..



Howard Michael Lee
Notary Public
My commission expires: 8/2/2003